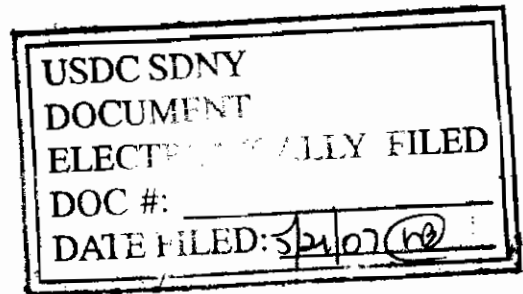


STEIN, J



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
ANYWHERECD, LLC,

Plaintiff,

v.

No. 07 Civ. 3167 (SHS)

WARNER MUSIC INC. and WARNER MUSIC  
GROUP CORP.,

Defendants.  
----- X

----- X  
WARNER BROS. RECORDS INC., ATLANTIC  
RECORDING CORPORATION, ELEKTRA  
ENTERTAINMENT GROUP INC. and WARNER  
MUSIC INC.,

Plaintiffs,

No. 07 Civ. 3212 (SHS)

v.

ANYWHERECD LLC,

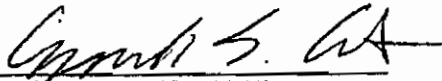
Defendant.  
----- X

**STIPULATION FOR EXTENSION OF TIME WITHIN WHICH  
TO ANSWER, PLEAD OR OTHERWISE MOVE**

The parties hereto, by and through their respective counsel, hereby stipulate and agree that Defendants in each action are granted an extension of 14 calendar days, from May 17 to May 31, within which to answer, plead or otherwise move in response to the Complaints in each action. The parties seek this extension in light of the parties' active settlement discussions.

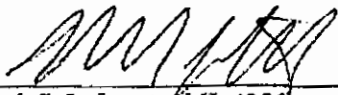
One 7-day extension of time was previously requested and was granted on May 10, 2007.

Dated: May 16, 2007

  
Cynthia S. Arato (CA 8350)  
GIBSON, DUNN & CRUTCHER LLP  
200 Park Avenue  
New York, New York, 10166

Attorneys for Warner Bros. Records Inc.,  
Atlantic Recording Corporation, Elektra  
Entertainment Group Inc., Warner Music  
Inc., and Warner Music Group Corp.

Dated: May 16, 2007

  
Mark S. Lafayette (ML 4256)  
DREIER LLP  
499 Park Avenue  
New York, New York 10022

Attorneys for AnywhereCD, LLC

~~IT IS SO ORDERED.~~

Dated: May 21, 2007

By:  

Hon. Sidney H. Stein  
United States District Judge

100225875\_1.DOC